

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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DETROIT OFFICE 2800 LIVERNOIS SUITE 220 TROY, MI 48063-1220

JAMIE P. RENNERT
(202) 835-8112
Direct Fax: (202) 835-8136
E-Mail: jrennert@hopsut.com

September 30, 1999

HAND DELIVERED

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423

RECORDATION NO.

FILED

SEP 30 '99

11-30AM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are the original and four counterparts of a Memorandum of Lease Schedule #2 dated as of September 30, 1999, and submitted as a primary document.

The names and addresses of the parties to the document are as follows:

Lessor: TD Asset Finance Corp.
222 Bay Street, 19th Floor, E & Y Tower
P.O. Box 1, Toronto-Dominion Centre
Toronto, Ontario, Canada M5K 1A2

Lessee: Canadian National Railway Company
935 de La Gauchetiere Street West
Montreal, Quebec, Canada H3B 2M9

The railroad equipment covered by the enclosed document is listed in Exhibit A hereto.

Mr. Vernon Williams
September 30, 1999
Page 2

A short summary of the documents to appear in the index is attached hereto at Exhibit B. Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Please return to the undersigned the original document, along with the extra copies that we would like date-stamped. Thank you for your assistance.

Very truly yours,


Jamie P. Rennert

Enclosures

(TDAF / CN # 2)

Exhibit A

- 40 Steel Boxcars in A.A.R. Class XL (10' Sliding Door, 70-ton, 50'5" Length) built in 1972 and 1973 bearing the following marks and numbers:**

CN 410553;
CN 410572;
CN 410574 to CN 410581 inclusive;
CN 410583 to CN 410599 inclusive;
CN 410627;
CN 410631;
CN 410635;
CN 410638; and
CN 410641 to CN 410649 inclusive.

- 36 Steel Boxcars in A.A.R. Class XP (12' Plug Door, 70-ton, 50'6" Length) built in 1974 bearing the following marks and numbers:**

CN 411003;
CN 411010;
CN 411013;
CN 411026;
CN 411047;
CN 411091 to CN 411092 inclusive;
CN 411102;
CN 411122;
CN 411132;
CN 411152;
CN 411162;
CN 411165;
CN 411170;
CN 411176;
CN 411201;
CN 411233;
CN 411239;
CN 411247;
CN 411260;
CN 411266;
CN 411283;
CN 411288;
CN 411300;
CN 411303;
CN 411307;

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CN 411312;
CN 411316;
CN 411325;
CN 411327;
CN 411330 to CN 411331 inclusive;
CN 411340;
CN 411372;
CN 411393; and
CN 411395.

**417 Steel Boxcars in A.A.R. Class XP (12' Plug Door, 100-ton, 50'6" Length)
built in 1974 bearing the following marks and numbers:**

CN 412100 to CN 412101 inclusive;
CN 412103 to CN 412104 inclusive;
CN 412106 to CN 412107 inclusive;
CN 412110;
CN 412115;
CN 412117 to CN 412118 inclusive;
CN 412123;
CN 412125;
CN 412127 to CN 412129 inclusive;
CN 412131;
CN 412133 to CN 412134 inclusive;
CN 412136 to CN 412139 inclusive;
CN 412141;
CN 412143 to CN 412144 inclusive;
CN 412146;
CN 412155 to CN 412156 inclusive;
CN 412159 to CN 412160 inclusive;
CN 412163;
CN 412165;
CN 412168 to CN 412170 inclusive;
CN 412174;
CN 412184;
CN 412191;
CN 412194 to CN 412196 inclusive;
CN 412199;
CN 412204 to CN 412206 inclusive;
CN 412208;
CN 412211 to CN 412218 inclusive;
CN 412220 to CN 412221 inclusive;
CN 412228;
CN 412230 to CN 412232 inclusive;
CN 412234;

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CN 412237;
CN 412249;
CN 412650;
CN 412652;
CN 412655;
CN 412660;
CN 412662;

CN 412850 to CN 412852 inclusive;

CN 412963;

CN 414501;
CN 414503;
CN 414506 to CN 414510 inclusive;
CN 414514;
CN 414516 to CN 414518 inclusive;
CN 414520 to CN 414523 inclusive;
CN 414525;
CN 414527;
CN 414529 to CN 414530 inclusive;
CN 414534 to CN 414537 inclusive;
CN 414545;
CN 414550 to CN 414552 inclusive;
CN 414555;
CN 414558 to CN 414560 inclusive;
CN 414563;
CN 414566 to CN 414567 inclusive;
CN 414569;
CN 414571;
CN 414574;
CN 414576 to CN 414578 inclusive;
CN 414580;
CN 414582;
CN 414585;
CN 414587;
CN 414590;
CN 414592;
CN 414596;
CN 414598 to CN 414599 inclusive;
CN 414602;
CN 414604;
CN 414608 to CN 414610 inclusive;
CN 414612;
CN 414619;

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CN 414621 to CN 414623 inclusive;;
CN 414626;
CN 414628 to CN 414630 inclusive;
CN 414633;
CN 414640 to CN 414641 inclusive;
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CN 414648;
CN 414655 to CN 414656 inclusive;
CN 414658 to CN 414660 inclusive;
CN 414662 to CN 414663 inclusive;
CN 414665;
CN 414669 to CN 414670 inclusive;
CN 414672 to CN 414674 inclusive;
CN 414677 to CN 414678 inclusive;
CN 414682 to CN 414683 inclusive;
CN 414685;
CN 414689;
CN 414694 to CN 414696 inclusive;
CN 414699 to CN 414700 inclusive;
CN 414703;
CN 414707;
CN 414709 to CN 414710 inclusive;
CN 414712 to CN 414714 inclusive;
CN 414716 to CN 414717 inclusive;
CN 414721 to CN 414722 inclusive;
CN 414726 to CN 414727 inclusive;
CN 414729 to CN 414731 inclusive;
CN 414736;
CN 414738;
CN 414741 to CN 414746 inclusive;
CN 414748;
CN 414751 to CN 414756 inclusive;
CN 414759 to CN 414761 inclusive;
CN 414764;
CN 414766;
CN 414773 to CN 414774 inclusive;
CN 414776 to CN 414777 inclusive;
CN 414781;
CN 414784;
CN 414786 to CN 414788 inclusive;
CN 414792 to CN 414793 inclusive;
CN 414796 to CN 414799 inclusive;
CN 414802;
CN 414804 to CN 414814 inclusive;

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CN 414816 to CN 414817 inclusive;
CN 414819 to CN 414821 inclusive;
CN 414823;
CN 414826 to CN 414827 inclusive;
CN 414829;
CN 414832 to CN 414835 inclusive;
CN 414839;
CN 414841 to CN 414842 inclusive;
CN 414844 to CN 414845 inclusive;
CN 414847;
CN 414858 to CN 414861 inclusive;
CN 414863;
CN 414865 to CN 414867 inclusive;
CN 414869;
CN 414872;
CN 414879;
CN 414888;
CN 414919 to CN 414920 inclusive;
CN 414922 to CN 414923 inclusive;
CN 414925 to CN 414926 inclusive;
CN 414928;
CN 414931;
CN 414933;
CN 414935 to CN 414938 inclusive;
CN 414947;
CN 414950 to CN 414951 inclusive;
CN 414953;
CN 414962;
CN 414964;
CN 414967 to CN 414968 inclusive;
CN 414972 to CN 414974 inclusive;
CN 414976 to CN 414977 inclusive;
CN 414980 to CN 414982 inclusive;
CN 414985 to CN 414991 inclusive;
CN 414994 to CN 414995 inclusive;
CN 414998;

CN 415100;
CN 415102 to CN 415104 inclusive;
CN 415106;
CN 415108;
CN 415110;
CN 415112 to CN 415113 inclusive;
CN 415115;
CN 415117;

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CN 415119;
CN 415122;
CN 415126 to CN 415128 inclusive;
CN 415131;
CN 415133;
CN 415136 to CN 415138 inclusive;
CN 415140;
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CN 415161;
CN 415164;
CN 415167;
CN 415169;
CN 415171 to CN 415174 inclusive;
CN 415179 to CN 415180 inclusive;
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CN 415205;
CN 415208 to CN 415211 inclusive;
CN 415213;
CN 415215;
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CN 415223 to CN 415243 inclusive;
CN 415245 to CN 415250 inclusive;
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CN 415267 to CN 415269 inclusive;
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CN 415278 to CN 415280 inclusive;
CN 415282 to CN 415284 inclusive;
CN 415286 to CN 415289 inclusive;
CN 415292 to CN 415294 inclusive;
CN 415301 to CN 415304 inclusive;
CN 415306; and
CN 415308 to CN 415309 inclusive.

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EXHIBIT B

Summary of the Documents to Appear in the Index

<u>Parties</u>	<u>Document Recorded</u>	<u>Description</u>
TD Asset Finance Corp.	Memorandum of Lease Schedule #2	493 Steel Boxcars in AAR Classes XL and XP with Various Road Unit Numbers
Canadian National Railway Company	Recordation No. <u>22449</u> ^{TS}	

(TDAF / CN # 2)

RECORDATION NO.

22449 13
FILED

SEP 30 '99

11-30AM

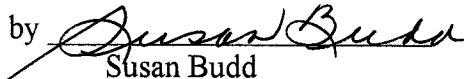
THIS MEMORANDUM OF LEASE SCHEDULE # 2 (the "Memorandum") is dated as of September 30, 1999 and is intended to evidence that certain Lease Schedule # 2 dated as of September 30, 1999 (the "Lease Schedule # 2") between **TD Asset Finance Corp.** as lessor (the "Lessor") and **Canadian National Railway Company** as lessee (the "Lessee"). Lease Schedule # 2 incorporates, by reference, the terms and conditions of that certain Railcar Master Lease Agreement dated as of September 15, 1999 between Lessor and Lessee.

This Memorandum has been entered into for the purpose of satisfying the requirements for i) recordation with the Surface Transportation Board of the United States Department of Transportation under Section 11301 of Title 49 of the *United States Code* and ii) deposit with the Registrar General of Canada under Section 105 of the *Canada Transportation Act*.

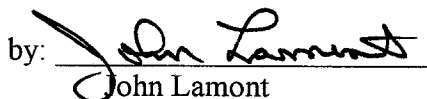
All of the terms of Lease Schedule # 2 are incorporated, by reference, in this Memorandum as if fully set forth herein. This Memorandum, and Lease Schedule # 2, evidence the lease, by the Lessor to the Lessee, of the units of railroad rolling stock, together with all accessories and appurtenances thereto, more particularly described on Exhibit A hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed, by their officers thereunto duly authorized, as of the day and year first above written.

TD ASSET FINANCE CORP.,
as lessor

by 
Susan Budd

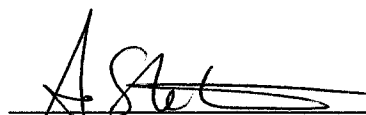
**CANADIAN NATIONAL
RAILWAY COMPANY,**
as lessee

by: 
John Lamont

CN Reference File: 2039-10-2
TDAF Reference File: 090-0946-376-003

PROVINCE OF QUEBEC)
) ss.:
DISTRICT OF MONTREAL)

On this 27th day of September, 1999, before me personally appeared John Lamont, to me personally known, who, by me being duly sworn, says that he is Sr. Manager, Asset Finance of Canadian National Railway Company, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

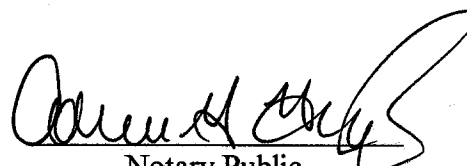


Attorney / Avocat

Bar Number: 194066-0

PROVINCE OF ONTARIO)
) ss.:
CITY OF TORONTO)

On this 28th day of September, 1999, before me personally appeared Susan Budd, to me personally known, who, by me being duly sworn, says that she is Manager, Compliance of TD Asset Finance Corp., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires: NA



(TDAF / CN # 2)

Exhibit A

- 40 Steel Boxcars in A.A.R. Class XL (10' Sliding Door, 70-ton, 50'5" Length) built in 1972 and 1973 bearing the following marks and numbers:**

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CN 415308 to CN 415309 inclusive.

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